AMENDMENT AGREEMENT dated as of August 19, 1974, between

ACF INDUSTRIES INC., a New Jersey corporation (hereinafter

called the Manufacturer) and CHICAGO FREIGHT CAR LEASING COMPANY,

a Delaware corporation (hereinafter called the Vendee).

WHEREAS, the Manufacturer and the Vendee have entered into an Agreement (hereinafter called the Agreement) dated as of July 11, 1974, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 8, 1974, recordation number 7594: and

WHEREAS, the parties hereto desire to amend the Agreement:

NOW, THEREFORE, in consideration of the mutual agreements
herein contained, the parties hereto agree as follows:

- 1. The Agreement is hereby amended to extend the date specified in Section 1 from August 30, 1974 to September 15, 1974.
- 2. The Agreement, except as amended by Paragraph 1 hereof, shall remain unaltered and in full force and effect.
- 3. The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

AUG 2 7 1974 -3 0 PM

INTERSTALE COMMERCE COMMISSION

ACF INDUSTRIES, INC.

By W Wilson

Vice President

Attest:

Assistant Secretary

CHICAGO FREIGHT CAR LEASING COMPANY

By Robot M. Low

Attest:

Son Ston